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OF COUNSEL
URBAN A. LESTER

May 2, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C 20423

RECORDATION NO. 17121-X FILED

MAY 2 '00 4-02 PM

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SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of the following secondary documents: Lease Supplement No. 8, Security Agreement Supplement No. 7 and a Bill of Sale and Partial Release, all dated July 7, 1999.

The enclosed documents relate to the Equipment Lease (GATC Trust No. 90-2) and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 17121.

The names and addresses of the parties to the enclosed documents are

Lease Supplement No. 8

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Lessee: General American Transportation Corporation
500 West Monroe Street
Chicago, Illinois 60661

17121-X

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May 2, 2000
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Security Agreement Supplement No 7

Debtor Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington Delaware 19890

Secured Party Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60603

Bill of Sale and Partial Release

Owner Trustee. Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Security Trustee Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60603

A description of the railroad equipment covered by the enclosed documents is

Railcars GATX 065402 and 065378 are deleted from the Lease and Trust
Indenture and are replaced by railcars GATX 065373 and 065519

Also enclosed is a check in the amount of \$78 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 065402 and GATX 065378 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated. The Lease was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121.

Harris Trust and Savings Bank, as trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease. The Security Agreement was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121-A.

Dated: July 7, 1999

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 
Title: Financial Services Officer

Harris Trust and Savings Bank,
as Security Trustee

By: _____
Title: _____

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SURFACE TRANSPORTATION BOARD

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 065402 and GATX 065378 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated. The Lease was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121.


Harris Trust and Savings Bank, as trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease. The Security Agreement was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121-A.

Dated: July 7, 1999

Wilmington Trust Company, not in its
individual capacity, but solely as
Owner Trustee

By: _____
Title: _____

Harris Trust and Savings Bank,
as Security Trustee

By:  _____
Title: VICE PRESIDENT

State of Delaware)
) SS:
County of New Castle)

On the 17th day of March, 2000, before me personally appeared **CHARLOTTE PAGLIA**, to me known, who being by me duly sworn, says that (s)he is a **Financial Services Officer** of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen S. Newson

Notary Public

[Notarial Seal]

My commission expires:

KAREN STANETTE NEWSON
NOTARY PUBLIC-DELAWARE

My Commission Expires June 28, 2001

State of Illinois)
) SS:
County of Cook)

On the ____ day of _____, 1999, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of Harris Trust and Savings Bank, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware)
) SS:
County of New Castle) .

On the ____ day of _____, 1999, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 9th day of July, 1999, before me personally appeared J. BARTOLINI, to me known, who being by me duly sworn, says that (s)he is a VICE PRESIDENT of Harris Trust and Savings Bank, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jacqueline L. Mason
Notary Public

[Notarial Seal]

My commission expires

"OFFICIAL SEAL"
JACQUELINE L. MASON
Notary Public, State of Illinois
My Commission Expires 1/9/03

1-9-2003